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E-File: January 12, 2010

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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

THE RHODES COMPANIES, LLC, aka
“Rhodes Homes,” et al.,¹
Debtors.

Affects:

All Debtors
 Affects the following Debtor(s)

Case No.: BK-S-09-14814-LBR
(Jointly Administered)

Chapter 11

HEARING

DATE: January 14, 2010
TIME: 9:00 a.m.
PLACE: Courtroom 1

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866).

1 **STATUS AND AGENDA FOR JANUARY 14, 2010 HEARING**

2 **AT 9:00 A.M.**

3 **I. Amended Chapter 11 Plan Second Amended Modified Plan [Rhodes Docket No. 797]**

4 Related Filings:

5 A. *Disclosure Statement for the Plan of Reorganization Pursuant to Chapter 11 of*
6 *the United States Bankruptcy Code for the Rhodes Companies, LLC, et al*
7 *[Rhodes Docket No. 501]*

8 B. *Chapter 11 Plan of Reorganization #1 [Rhodes Docket No. 502]*

9 C. *Notice of Hearing on Disclosure Statement for the Plan of Reorganization*
10 *Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes*
11 *Companies, LLC, et al. [Rhodes Docket No. 504]*

12 D. *Certificate of Service Filed by Nile Leatham for Docket Entries 501, 502, 503*
13 *and 504 [Rhodes Docket No. 508]*

14 E. *Certificate of Service Filed by Zachariah Larson for Docket Entries 501, 502, 503*
15 *and 504 [Rhodes Docket No. 510]*

16 F. *Certificate of Service Filed by Nile Leatham for Docket Entry 504 [Rhodes*
17 *Docket No. 519]*

18 G. *Objection to Disclosure Statement and Sufficiency of Disclosure Statement for the*
19 *Plan of Reorganization for the Rhodes Companies LLC Pursuant to Chapter 11*
20 *of the US Bankruptcy Code [Rhodes Docket No. 617]*

21 H. *Notice of Filing of Verification of Publication in the Las Vegas Review Journal*
22 *and the Las Vegas Sun [Rhodes Docket No. 618]*

23 I. *Amended Chapter 11 Plan Number First Amended Plan [Rhodes Docket No.*
24 *649]*

25 J. *First Amended Disclosure Statement for the First Amended Plan of*
26 *Reorganization [Rhodes Docket No. 650]*

27 K. *Amended Chapter 11 Plan Number (REDLINED First Amended) [Rhodes Docket*
28 *No. 651]*

29 L. *(REDLINED) First Amended Disclosure Statement for First Amended Plan of*

30

31 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-
32 14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

Reorganization [Rhodes Docket No. 652]

- M. *Certificate of Service* for Docket entries 649, 650, 651 and 652 [Rhodes Docket No. 653]
- N. *Reply of the First Lien Steering Committee to (I) Certain Issues Raised Sua Sponte by the Bankruptcy Court with Respect to Sufficiency of Disclosure Statement and (II) Stanley Consultants, Inc.'s Objection to Sufficiency of Disclosure Statement* [Rhodes Docket No. 663]
- O. *Certificate of Service* for Docket Entry No. 663 [Rhodes Docket No. 664]
- P. *Transcript* regarding Hearing Held on 10/30/09 [Rhodes Docket No. 688]
- Q. *Second Amended Disclosure Statement for the Second Amended Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 713]
- R. *Redline of the First/Second Amended Disclosure Statement for the First/Second Amended Plan of Reorganization Pursuant to chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 714]
- S. *Amended Chapter 11 Plan Number Second Amended* [Rhodes Docket No. 715]
- T. *Redline of First/Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 716]
- U. *Notice of Filing of Amended Exhibit "A" to Motion of the First Lien Steering Committee for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Materials With Respect to Confirmation of Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates With Respect Thereto* [Rhodes Docket No. 717]
- V. *Notice (Redlined) of Filing of Amended Exhibit "A" to Motion of the First Lien Steering Committee for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Materials With Respect to Confirmation of Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates With Respect Thereto* [Rhodes Docket No. 719]
- W. *Second Amended Modified Disclosure Statement for the Second Amended Modified Plan of Reorganization (without Exhibits)* (Entered: 11/23/2009) [Rhodes Docket No. 774]
- X. *Amended Chapter 11 Plan Number* [Second Amended Modified Plan] Entered: 11/23/2009) [Rhodes Docket No. 775]

Y. (REDLINED pages only) Second Amended Modified Disclosure Statement for the Second Amended Modified Plan of Reorganization (Attachments: # (1) Part 2 of Redlined Second Amended Disclosure Statement [Rhodes Docket No. 776]

Z. Amended Chapter 11 Plan Number [REDLINED pages only-Second Amended Modified Plan] [Rhodes Docket No. 777]

AA Second Amended Modified Disclosure Statement for the Second Amended Modified Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al. [Rhodes Docket No. 798]

BB. Certificate of Service for Docket Entries 797 and 798 [Rhodes Docket No. 799]

CC. Order (A) Approving the Adequacy of the First Lien STEERING COMMITTEE'S Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the First Lien STEERING COMMITTEE'S Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto [Re: Docket No. 503] [Rhodes Docket No. 809]

DD Notice of Entry of Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Procedures With Respect to Confirmation of the First Lien Steering Committee's Proposed Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates With Respect Thereto [Re: Docket No. 503] [Rhodes Docket No. 819]

EE. Certificate of Service for Docket Entry 819 [Rhodes Docket No. 820]

FF. Certificate of Service of Plan Solicitation Documents-Ballot Classes [Rhodes Docket No. 822]

GG Certificate of Service (and various Notice and Letters to 2002 List)[Rhodes Docket No. 823]

HH Certificate of Service (of Non-Voting Status & Notice) [Rhodes Docket No. 824]

II. Certificate of Service (Notice of Non-Voting Status w/Respect to Disputed Claims) [Rhodes Docket No. 825]

JJ. Certificate of Service of Plan Solicitation Documents-All Creditors [Rhodes Docket No. 826]

KK Conditional Objection to Chapter 11 Plan [Rhodes Docket No. 895]

LL. Certificate of Service of Docket Entry 895 [Rhodes Docket No. 896]

MN Limited Response to Second Amended Modified Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al [Rhodes Docket No. 899]

1 NN *Certificate of Service* for Docket Entry No. 899 [Rhodes Docket No. 900]

2 OO *Amended Certificate of Service* for Docket Entry 900 [Rhodes Docket No. 906]

3 PP. *Notice of Disclosure of Directors and Officers Pursuant to 11 U.S.C. §*
4 *1129(A)(5) for Second Amended Modified Plan of Reorganization Pursuant to*
Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al.
[Rhodes Docket No. 911]

5 QQ *Brief (First Lien Steering Committee's Memorandum of Law in Support of*
6 *Confirmation of the Second Amended Modified Plan of Reorganization Pursuant*
7 *to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al.)*
[Rhodes Docket No. 912]

8 RR. *Declaration Of: Richard Dix in Support of Confirmation of the Second Amended*
9 *Modified Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code*
for the Rhodes Companies, LLC, et al [Rhodes Docket No. 913]

10 SS. *Declaration Of: Brian Osborne Certifying Tabulation of Ballots Regarding Vote*
11 *on Second Amended Modified Plan of Reorganization Pursuant to Chapter 11 of*
the Bankruptcy Code for the Rhodes Companies, LLC [Rhodes Docket No. 914]

12 TT. *Certificate of Service (Related document(s)[911] Notice filed by Creditor*
13 *Steering Committee of Senior Secured Lenders, [912] Brief filed by Creditor*
14 *Steering Committee of Senior Secured Lenders, [913] Declaration filed by*
15 *Creditor Steering Committee of Senior Secured Lenders, [914] [Rhodes Docket*
No. 915]

16 **STATUS:** This matter will be going forward.

17 2. ***Omnibus Objection to Cabinetec Inc.'s Claims Pursuant to Section 502(b) of the***
18 ***Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Rhodes Docket No. 834]***

19 **Related Filings:**

20 A. *Notice of Hearing* for Docket No. 834 [Rhodes Docket No. 835]

21 B. *Certificate of Service* for Docket Entries 834 and 835 [Rhodes Docket No. 841]

22 **STATUS:** No responses have been received. This matter is going forward.

23 3. ***Omnibus Objection to Las Vegas Valley Water District's Claims Pursuant to Section***
24 ***502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Rhodes Docket No.***
25 ***836]***

26 **Related Filings:**

1 A. *Notice of Hearing* for Docket No. 836 [Rhodes Docket No. 837]
 2 B. *Certificate of Service* for Docket Entries 836 and 837 [Rhodes Docket No. 843]

3 **STATUS:** No responses have been received. This matter is going forward.

4 ***4. Debtors' Omnibus Objection to Internal Revenue Service Claims Pursuant to Section
 5 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 [Rhodes Docket No. 357]***

6 **Related Filings:**

7 A. *Notice of Hearing* on Docket No. 357 [Rhodes Docket No. 358]
 8 B. *Certificate of Service* for Docket Nos. 357 and 358 [Rhodes Docket No. 364]
 9 C. *Supplemental Certificate of Service* for Docket Nos. 357 and 358 [Rhodes Docket
 10 No. 365]
 11 D. *Response To Debtors' Omnibus Objection To IRS Claims* with Certificate of Service
 12 [Rhodes Docket No. 507]
 13 E. *Second Stipulation Between Internal Revenue Service and Debtors Continuing
 14 Debtors' Omnibus Objection to Internal Revenue Service Claims Pursuant to Section
 15 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 [Rhodes Docket
 16 No. 357] [Rhodes Docket No. 523]
 17 F. *Order Continuing Debtors' Omnibus Objection to Internal Revenue Service Claims
 18 Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and
 19 3007 and Approving Stipulation Thereon (Docket No. 357)* [Rhodes Docket No. 538]
 20 G. *Notice of Entry of Order* for Docket entry No. 538 [Rhodes Docket No. 540]
 21 H. *Certificate of Service* for Docket entry No. 540 [Rhodes Docket No. 543]
 22 I. *Third Stipulation Between Internal Revenue Service and Debtors Continuing
 23 Debtors' Omnibus Objection to Internal Revenue Service Claims Pursuant to Section
 24 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 [Docket No. 357]
 25 [Rhodes Docket No. 656]
 26 J. *Certificate of Service* for Docket Entry 656 [Rhodes Docket No. 681]
 27 K. *Order Continuing Debtors' Omnibus Objection to Internal Revenue Service Claims
 28 Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and
 29 3007 and Approving Stipulation Thereon* [Rhodes Docket No. 695]
 30 L. *Notice of Entry of Order* for Docket Entry 695 [Rhodes Docket No. 697]
 31 M. *Fourth Stipulation By The Rhodes Companies, LLC and Between Internal Revenue
 32 Service and Debtors* [Rhodes Docket No. 712]**

1 *N. Certificate of Service of Docket Entry 712 [Rhodes Docket No. 770]*

2 *O. Fifth Stipulation By The Rhodes Companies, LLC and Between Internal Revenue*

3 *Services Continuing Debtors' Omnibus Objection to Internal Revenue Service Claims*

4 *Pursuant to Section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and*

5 *3007 [Docket No. 357]*

6 *P. Sixth Stipulation By The Rhodes Companies, LLC and Between Debtors and the*

7 *Internal Revenue Service Continuing Debtors' Omnibus Objection to Internal*

8 *Revenue Service Claims Pursuant to Section 502(b) of the Bankruptcy Code,*

9 *Bankruptcy Rules 3003 and 3007 [Rhodes Docket No. 907]*

10 **STATUS:** Pursuant to the Sixth Stipulation (Docket No. 907), the parties have agreed to

11 continue the matter to the omnibus hearing on February 18, 2010 at 1:30 p.m. A form of the

12 order will be submitted to the Court as soon as possible.

13 **5. Second Application for Compensation for Zachariah Larson, Fees: \$48287.50,**

14 **Expenses: \$772.30 [Rhodes Docket No. 723]**

15 **Related Filings:**

16 *A. Notice of Hearing for Docket Entry 723 [Rhodes Docket No. 724]*

17 *B. Certificate of Service for Docket Entries 723 and 724 [Rhodes Docket No. 759]*

18 *C. Amended Notice of Hearing for Docket Entry 723 [Rhodes Docket No. 786]*

19 *D. Certificate of Service for Docket Entry 786 [Rhodes Docket No. 811]*

20 *E. Amended Notice of Hearing for Docket Entry 723 [Rhodes Docket No. 849]*

21 *F. Certificate of Service for Docket Entry 849 [Rhodes Docket No. 918]*

22 **STATUS:** This matter will be going forward. No responses have been received.

23 **6. Sixth Objection Omnibus Objection to Claims Pursuant to Section 502(b) of the**

24 **Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Scheduled Claims]; Declaration of**

25 **Paul D. Huygens In Support Thereof [Rhodes Docket No. 746]**

26 **Related Filings:**

27 *A. Notice of Hearing for Docket No. 746 [Rhodes Docket No. 747]*

28 *B. Certificate of Service for Docket Entries 746 and 747 [Rhodes Docket No. 764]*

29 *C. Notice of Withdrawal of Sixth Omnibus Objection to Claims Pursuant to Section*

30 *502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and [Scheduled Claims]*

1 [Rhodes Docket No. 916]

2 D. *Certificate of Service* for Docket Entry 916 [Rhodes Docket No. 917]

3 **STATUS:** The Debtors have withdrawn this Objection (Docket No. 916) because they
4 will file amended schedules.

5 **7. *Fifth Objection (Omnibus) to Claims Pursuant to Section 502(b) of the Bankruptcy***
6 ***Code and Bankruptcy Rules 3003 and 3007 [Books and Records Claims]; Declaration of Paul***
7 ***D. Huygens in Support Thereof with Exhibit A [Rhodes Docket No. 748]***

8 Related Filings:

9 A. *Notice of Hearing* for Docket No. 748 [Rhodes Docket No. 749]
10 B. *Certificate of Service* for Docket Entries 748 and 749 [Rhodes Docket No. 765]
11 C. *Order Granting Debtor's Fifth Omnibus Objection to Claims Pursuant to Section*
12 *502(b) of the Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Books and*
13 *Records Claims]* [Rhodes Docket No. 890]
14 D. *Notice of Entry of Order* for Docket Entry 890 [Rhodes Docket No. 891]
15 E. *Debtors' Supplement to Objection (Fifth) to Claims Pursuant to Section 502(b) of the*
16 *Bankruptcy Code and Bankruptcy Rules 3003 and 3007 [Books and Records*
17 *Claims]; Declaration of Paul D. Huygens in Support Thereof* [Rhodes Docket No.
18 892]
19 F. *Certificate of Service* for Docket Entry 892 [Rhodes Docket Entry 903]
20 G. *Certificate of Service* for Docket Entry 891 [Rhodes Docket No. 905]

21 **STATUS:** This matter was continued from the prior omnibus hearing to allow the
22 Debtors to supplement the basis for objection as to: (1) Claim Number 18 of Prolink Systems,
23 Inc. in the amount of \$1,920 filed in Case No. 09-14884 against Tuscany Golf Country Club; (2)
24 Claim Number 30 of Simplex Grinnell in the amount of \$4,624.94 filed in Case Number 09-
25 14814 against Tribes Holdings, LLC; and (3) Claim Number 17 of US Yellow Pages in the
26 amount of \$1,291.16 filed in Case Number 09-14846 against Rhodes Design and Development
27 Corporation. The Debtors filed the Supplement on January 4, 2010 (Docket No. 892). All other
28 claims in the Fifth Omnibus Objection were disallowed or withdrawn at the December 17, 2009
hearing. This matter will be going forward as to the remaining claims.

1 8. ***Second Objection (Omnibus) to Internal Revenue Service Claims Pursuant to Section***
 2 ***502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 with Exhibits A-B [Rhodes***
 3 ***Docket No. 744]***

4 Related Filings:

5 A. *Notice of Hearing* for Docket No. 744 [Rhodes Docket No. 745]
 6 B. *Certificate of Service* for Docket Entries 744 and 745 [Rhodes Docket No. 767]
 7 C. *Response to Debtors' Second Omnibus Objection to IRS Claims]Rhodes Docket No.*
 8 *829]*
 9 D. *Status hearing* to be held on 1/14/2010 at 09:00 AM [Rhodes Docket No. 852]
 10 E. *Request for Waiver of Filing Discovery Plan* [Rhodes Docket No. 910]

11 **STATUS:** This matter is going forward as a scheduling conference. The parties have
 12 filed an agreed Request for Waive of Filing Discovery Plan (Docket No. 910) and request that
 13 the final pretrial conference be set for February 18, 2010 at 1:30 p.m. so that the parties can
 14 inform the Court what specific issues remain and how much time is needed for trial.

15 9. ***Motion to Extend Time Within Which Debtors May Assume or Reject Unexpired***
 16 ***Leases of Nonresidential Real Property [Rhodes Docket No. 858]***

17 Related Filings:

18 A. *Notice of Hearing* for Docket No. 858 [Rhodes Docket No. 859]
 19 B. *Certificate of Service* for Docket Entries 858 and 859 [Rhodes Docket No. 885]

20 **STATUS:** No responses have been received. This matter is going forward.

21 10. ***Motion for Relief from Stay Property: Global Settlement [Rhodes Docket No. 860]***

22 Related Filings:

23 A. *Notice of Hearing* for Docket No. 860 [Rhodes Docket No. 862]
 24 B. *Certificate of Service* for Docket Entries 860 and 862 [Rhodes Docket No. 884]

25 **STATUS:** No responses have been received. This matter is going forward.

1 **11. Second Application for Compensation for Parsons Behle & Latimer, Counsel to the
2 Creditors Committee for J. THOMAS BECKETT, Fees: \$78,618.75, Expenses: \$4,901.95
3 [Rhodes Docket No. 731]**

4 Related Filings:

5 A. *First Application for Compensation Parsons Behle & Latimer, counsel to the
6 Creditors Committee [Rhodes Docket No. 409]*

7 B. *Notice of Hearing First Interim Fee Application of Parsons Behle & Latimer as
8 Counsel to the Unsecured Creditors Committee [Rhodes Docket No. 635]*

9 C. *Certificate of Service for Docket Entry 635 [Rhodes Docket No. 642]*

10 D. *Certificate of Service for Docket Entry 731 [Rhodes Docket No. 760]*

11 E. *Notice of Filing Amended Exhibit "B" to Second Interim Fee Application of Parsons
12 Behle & Latimer as Counsel to the Unsecured Creditors Committee [Rhodes Docket
13 No. 873]*

14 F. *Notice of Hearing on Second Interim Fee Application of Parsons Behle & Latimer as
15 Counsel to the Unsecured Creditors Committee [Rhodes Docket No. 874]*

16 G. *Certificate of Service for Docket Entries 873 and 874 [Rhodes Docket No. 875]*

17 **STATUS:** No responses have been received. This matter is going forward.

18 Dated: January 12, 2010

LARSON & STEPHENS

19 /s/Zachariah Larson

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23 -and-

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